

The Midwest Club of Oak Brook

By Laws of the Midwest Club

Article III, Section 5 & Article V, Section 2

Amended

Oct. 13, 2008

**1100 Midwest Club Parkway
Oak Brook, IL 60523
630-655-9002**

**BY LAWS
OF THE
MIDWEST CLUB, INCORPORATED
A NEIGHBORHOOD ASSOCIATION**

ARTICLE I

The Neighborhood Association shall be responsible for the overall administration of the Midwest Club Area through its duly elected Board of Directors. The Association shall have such powers, not inconsistent with the Act, as now or may hereafter be granted by the General Not-for-Profit Corporation Act of the State of Illinois. The Association shall have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Association is organized and to do every other act not inconsistent with the law which may be appropriate to promote and attain the purposes set forth in the Declaration of Covenants, Conditions and Restrictions of the Midwest Club, Inc. a Neighborhood Association.

NAME AND LOCATION. The name of the not for profit corporation is **Midwest Club, Inc.**, hereinafter referred to as the "ASSOCIATION". The principal office of the corporation shall be located at 1100 Midwest Club, Oak Brook, DuPage County, Illinois, but meetings of members and directors may be held at such other places within the State of Illinois, County of DuPage, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "Association" shall mean and refer to the Midwest Club, Inc., a not for profit corporation its successors and assigns.

Section 2. "Club Area" or "Midwest Club Area" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions relating to Midwest Club, being that as described in Exhibit "A" attached hereto, and in the plat of subdivision Recorded as Document R79-03596 in DuPage County, Illinois and such additions thereto as may hereafter be brought within his jurisdiction of the Association.

Section 3. "Community Area" shall mean Lot 221 as described in Exhibit "A" attached hereto.

Section 4. "Unit" shall mean a portion of the Club Area, whether developed or undeveloped, intended for development, use and occupancy as a single family detached home on a separately platted lot or an undeveloped lot in the Club Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions of the Midwest Club applicable to the Properties recorded in the Office of the DuPage County Recorder's Office.

Section 7. "Members" shall mean and refer to those persons and/or entities to membership as provided in the Declaration.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meetings of the members shall be held during the month of November of each calendar year thereafter at the hour of 6:00 p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon request of not less than twenty percent of the members. All matters to be considered at special meetings of the members called by not less than twenty percent of the members shall first be submitted in writing to the Board not less than ten (10) days prior to the date of the special meeting of the members called to consider such matters.

Section 3. Notice of Meetings. Except for the annual meeting, meetings shall be held at times and places as decided by the Board of Directors. Written or printed notice stating the purpose, place, day and hour of the meeting of the members shall be delivered by mail or electronic means to each member entitled to vote at such meeting, not less than 10 nor more than 30 days before the date of such meeting, by or at the direction of the President or Secretary or the officer or person calling the meeting.

Section 4. Quorum. The presence at the meeting of members entitles to cast, or of proxies entitled to cast, one-fifth (1/5) of the votes of the members shall constitute a quorum for any action except as

otherwise provided in the Article of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies.: At all meetings of members, each member may mail his/her proxy or present it in person no later than five (5) days before the meeting to the Midwest Club Management Office. All signatures will be verified. No proxy will be accepted on the day of the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance of his/her Lot.

Proxies to be Mailed

All proxies shall be in writing and mailed to The Midwest Club Management Office at 1100 Midwest Club, Oak Brook IL 60523. Proxies to be considered must be postmarked five days prior to the meeting.

Proxies to be Hand Delivered

A member may hand deliver his/her personal proxy to The Midwest Club Management Office during business hours no less than five (5) days prior to the Meeting. Business hours are 9:00 a.m. to 5:00 p.m., Monday through Friday. Signatures will be verified prior to the meeting.

Section 6. Voting. At every meeting of the members, the members shall have the right to cast the number of votes set forth in the Declaration for each Unit which they shall have the right to cast each question presented. The vote of the majority of those present, in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute or of the Articles of Incorporation, or of the Declaration, or of these By-Laws, a different vote is required, in which case such express provision shall govern and control. No member shall be eligible to vote or be elected to the Board who, ten days prior to the date of such meeting, is shown in the books or management accounts of the Association to be more than thirty (30) days delinquent in any payment due to the Association.

ARTICLE IV
BOARD OF DIRECTORS: SELECTION:
TERM OF OFFICE

Section 1. Number. The affairs of this association shall be managed by a Board of seven (7) directors, who must be members of the Association and thus owners.

Section 2. Term of Office. At the annual meeting, the members shall elect four (4) directors. All directors shall be elected for a two year term. Initially, the members of the Midwest Club may elect the present Board of Trustees to serve as Directors who shall then serve the remainder of the term for which they were elected as Trustees.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation of any service he may render to the Association. However, a director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have to same effect as though taken at a meeting of the directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nominations may be made at the annual meeting of the members.

Section 2. Election. At each annual meeting of the members, or at the special meeting called to nominate the directors, each member shall be entitled to the number of votes equal to the number of directors to be elected. Cumulative voting will not be permitted. The candidates receiving the highest number of votes with respect to the number of offices to be filled shall be deemed to be elected. Candidates should be present at the meeting to be elected.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Organization Meeting. The first meeting of a newly elected Board shall be held within forty-five (45) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, provided a majority of the whole Board shall be present.

Section 2. Regular Meetings. A regular meeting of the Board shall be held a reasonable time after, and at the same place as the annual meeting of members. Other regular meetings of the Board of Directors shall take place at least four times per year at such times, places and hours as may fixed from time to time by resolution of the Board.

Section 3. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any three directors after not less than three (3) days notice to each director.

Section 4. Notice. Notice of any special meeting of the board of directors shall be given to all members of the association and all members of the board not calling the meeting at least 48 hours prior to the date of such special meeting and shall state the purpose of such meeting. Notice of any regular meetings of the board of directors shall be given to all members of the Association at least 48 hours prior to the date of such meeting. Notice of a regular meeting of the board need not be served on members of the board. Notice to members shall be deemed sufficient if provided electronically. All meetings of the board directors are open to all members of the Midwest Club.

Section 5. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every action of decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

In addition to the duties and powers inherently charged to and possessed by the Association as an Illinois not-for-profit corporation and by the directors thereof and the duties and powers enumerated in the Declaration and in the Articles of Incorporation of the Association, or elsewhere provided for, and without limiting the generality of the same, the Association and the directors thereof shall have the following duties and powers.

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the facilities which owns or leases, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the right to use of the recreational facilities by a Member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such right may also be suspended for period specified in the Declaration for infractions of published rules and regulations;

(c) declare that a directorship of the Board of Directors to be vacant in the event such director shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(d) grant easements where necessary or appropriate for public utilities and public entities over the Common Area;

(e) shall employ a manager and contract with independent contractor, managing agents, collection agents and others to perform and effectuate all or ant part of the duties and powers of the Association.

Section 2. Duties. It shall be the duty of the Board of the Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs;

(b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

(c) fix the amount of the annual assessment against each unit subject to procedure as stated in the Declaration;

(d) foreclose the lien against any property for which assessments are not paid after due date, or bring an action at law against the owner personally obligation to pay the same;

(e) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid and whether or not specifically described property is subject to the Declaration. A reasonable charge may be established by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(f) procure and maintain adequate liability and hazard insurance on property owned or leased by the Association;

(g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(h) cause the Community Area to be managed and maintained;

(i) authorize payment of any real and personal property taxes and other charges assessed against the Common Area;

(j) maintain such policy or policies of insurance at all the times as the Board of Directors deems necessary or desirable in furthering the purpose of and protecting the interest of the Association, and its property, members, officers, and directors;

(k) maintain, and otherwise manage the Community Area, and all facilities, improvements, sidewalks, parking areas, exterior lighting and landscaping situated on the Community Area.

(l) obtain, for the benefit of the Community Area appropriate water, gas and electric service, refuse collection and similar services;

(m) establish and maintain a working capital and contingency fund with respect to the operations of the Association in the amount determined from time to time by the Board of Directors. The funds shall be employed by the Association in such manner as its Directors shall deem fit, consistent with the terms and provisions of the Declaration. Funding may be provided by mean of assessments hereinabove provided.

ARTICLE VIII OFFICERS AND OTHER DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a president, vice-president, each of whom shall be at all times members of the Board of Directors, a secretary, a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members of after special meeting called for the purpose of electing Directors.

Section 3. Term. The officers of this Association shall be elected by the Board and each shall hold office for a two year term, unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointment. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office, but not from Board Membership, with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specifies therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and, unless the authority is delegated to another board member, shall

sign all checks. Notwithstanding the above, this does not preclude a management agent from being given the authority to sign checks up to a certain dollar limit.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings, or direct that they be kept, and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank and accounts all monies of the Association and shall disburse funds as directed by resolution of the Board of Directors; shall, unless the authority is delegated to a management agent, sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each financial year.

ARTICLE IX BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE X APPOINTMENTS

The Board of Directors shall appoint by resolution such Committees as provided in these By-Laws. In addition, the Board of Directors shall appoint by resolution such other committees, or individuals (such as court captains), as deemed appropriate in carrying out its purpose.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration and the By-Laws of the Association, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessments are not paid on a timely basis the assessments shall bear interest from the date of delinquency as determined by the Board of Directors, and should an owner continue to be in default in payment of assessment after the due date, the Association, may bring an action at law against the owner personally obligated to pay the same and foreclose the lien against and take possession of the property, and interest, costs and reasonable attorneys fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessment provided for herein by nonuse of the common Area or abandonment of his Lot.

ARTICLE XII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: the Midwest Club, Inc.

ARTICLE XIII AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a majority vote of the votes present in person or by proxy at such meeting.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV
MISCELLANEOUS

The fiscal year of the association shall begin on the first day of January and end on the thirty-first day of December of every year.

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